

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**IN RE:**

**LIMETREE BAY SERVICES, LLC, et al.,<sup>1</sup>**

**Debtors.**

**CHAPTER 11**

**CASE NO.: 21-32351**

**(Jointly Administered)**

**APPELLANT BAY, LTD'S STATEMENT OF ISSUES AND DESIGNATION OF  
RECORD ON APPEAL PURSUANT TO FED. R. BANKR. P. 8009**

In accordance with Rule 8009 of the Federal Rules of Bankruptcy Procedure, Appellant Berry Contracting LP, d/b/a Bay, Ltd. ("Bay" or "Appellant") hereby submits its *Appellant Bay, Ltd.'s Statement of Issues and Designation of Record on Appeal Pursuant to Fed. R. Bankr. P. 8009* in connection with its appeal from the bankruptcy court's *Order Granting Debtors' Emergency Motion to (I) Reopen Auction Pursuant to Bidding Procedures, (II) Approve Schedule and Procedures for Continued Auction, and (III) Grant Related Relief* [Docket No. 913] entered on December 10, 2021, and any adverse orders, rulings, decrees, decisions, or opinions subsumed therein.

**Statement of Issues Presented on Appeal**

1. Whether the bankruptcy court erred in its ruling to reopen the auction with the entry of its *Order Granting Debtors' Emergency Motion to (I) Reopen Auction Pursuant to Bidding Procedures, (II) Approve Schedule and Procedures for Continued Auction, and (III) Grant Related Relief*.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

**Designation of Record on Appeal**

2. Appellant designates the following items for inclusion in the record on appeal.

Each designated item shall also include any and all exhibits to such item:

<b>Docket Date</b>	<b>Docket Number</b>	<b>Document Name</b>
7/26/21	191	Debtors' Emergency Motion for Entry of Order: (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief
7/27/21	195	Declaration of Mark Shapiro in Support of Debtors' Emergency Motion for Entry of Order: (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief
8/11/21	392	Order Granting Debtors' Emergency Motion for Entry of Order: (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief
9/10/21	565	Debtors' Emergency Motion to Amend Milestones and Bid Procedures Deadlines
9/15/21	583	Order Granting Debtors' Emergency Motion to Amend Milestones and Bid Procedures Deadlines
10/28/21	696	Notice of Extension of Milestones and Bid Procedures Deadlines
11/10/21	749	Second Notice of Extension of Milestones and Bid Procedures Deadlines
11/14/21	761	Third Notice of Extension of Milestones and Bid Procedures Deadlines
11/19/21	799	Fourth Notice of Extension of Milestones and Bid Procedures Deadlines
11/24/21	819	Fifth Notice of Extension of Milestones and Bid Procedures Deadlines
11/30/21	829	Notice of (I) Designation of Winning Bid and Back-Up Bids and (II) Sixth Notice of Extension of Milestones and Bid Procedures Deadlines
11/30/21	830	Notice of Emergency Sale Hearing on December 7, 2021 at 4:00 P.M. Central Time
12/1/21	835	Bay, Ltd.'s Preliminary Objection to the Proposed Sale to St. Croix Energy, LLLP and Emergency Motion to Delay the December 7 Sale Hearing to Permit Limited Discovery
12/1/21	836	Certificate of Service of Discovery on Debtors
12/3/21	842	Debtors' Witness and Exhibit List for December 7, 2021 Hearing
12/3/21	846	Bay, Ltd.'s Witness and Exhibit List for Debtors Emergency Sale Hearing on December 7, 2021 at 4:00 P.M. (Central Time)
12/3/21	857	Notice of Filing Proposed Sale Order and Transactional Documents

<b>Docket Date</b>	<b>Docket Number</b>	<b>Document Name</b>
12/6/21	860	Debtors' Emergency Motion to Quash and For Protective Order Regarding Bay, Ltd.'s Notice of Deposition of Limetree Bay Services, et al, and Subpoena Duces Tecum
12/6/21	862	Debtors' Emergency Motion to (I) Reopen Auction Pursuant to Bidding Procedures, (II) Approve Schedule and Procedures for Continued Auction, and (III) Grant Related Relief
12/6/21	871	Debtors' Witness and Exhibit List for December 6, 2021 Hearing
12/6/21	872	Notice of Transfer of Claim Other than for Security
12/6/21	873	Debtors' Response to Bay, Ltd.'s Preliminary Objection to the Proposed Sale to St. Croix Energy, LLLP and Emergency Motion to Delay the December 7 Sale Hearing to Permit Limited Discovery
12/7/21	884	Notice of Rescheduled Sale Hearing to 10:00 A.M. on December 21, 2021
12/8/21	897	[PROPOSED] Order Granting Debtors' Emergency Motion to (I) Reopen Auction Pursuant to Bidding Procedures, (II) Approve Schedule and Procedures for Continued Auction, and (III) Grant Related Relief
12/10/21	913	Order Granting Debtors' Emergency Motion to (I) Reopen Auction Pursuant to Bidding Procedures, (II) Approve Schedule and Procedures for Continued Auction, and (III) Grant Related Relief
12/14/21	922	The Committee's Reservation of Rights with Respect to the Debtors' 4 <sup>th</sup> Budget
12/17/21	929	DIP Lender's Response to Committee's Reservation of Rights with Respect to 4 <sup>th</sup> Budget
12/18/21	948	Notice of Designation of Wining Bid and Back-up Bid
12/19/21	952	Bay, Ltd.'s Supplemental Objection to the Proposed Sale and Reservation of Rights
12/19/21	954	Official Committee of Unsecured Creditors' Statement Regarding Sale of Debtors' Assets
12/20/21	963	Notice of Filing Five-Week Budget
12/20/21	967	Notice of Filing of (I) Proposed Sale Order and (II) Asset Purchase Agreement for Winning Bid
12/21/21	970	Debtors' Omnibus Response to: (I) Bay, Ltd.'s Supplemental Objection to the Proposed Sale and Reservation of Rights; ad (II) St. Croix Energy, LLLP's Objection to, Request to Adjourn Hearing on, and Reservation of Rights to Debtors' Motion for Entry of an Order Approving the Sale of Substantially all of the Debtors' Assets Free and Clear of All Claims, Liens, Liabilities, Rights, Interest and Encumbrances
12/23/21	982	Notice of Appeal [Reopening Order]
<b>Hearing Exhibits</b>		

Docket Date	Docket Number	Document Name
		Court admitted exhibits: Hearings held 12/6/21 and 12/21/21
<b>Transcripts</b>		
12/8/21	903	Transcript of Hearing held on 12-6-21
12/30/21	1001	Transcript of Hearing held on 12-21-21

Bay reserves the right to request additional items for inclusion in the record on appeal, or to request further supplementation of the record.

Dated: January 6, 2022

Respectfully submitted,

By: /s/ Patrick L. Hughes

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**COUNSEL FOR BERRY  
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**CERTIFICATE OF SERVICE**

I hereby certify that on January 6, 2021, a true and correct copy of the foregoing document was served upon all parties via ECF transmission who are authorized to receive electronic notice in this proceeding.

By: /s/Patrick L. Hughes  
Patrick L. Hughes